

Law Offices of

CHAPMAN AND CUTLER

Theodore S. Chapman  
1877-1943  
Henry E. Cutler  
1879-1959

111 West Monroe Street, Chicago, Illinois 60603-4080

Telephone (312) 845-3000  
Facsimile (312) 701-2361  
chapman.com

Salt Lake City  
50 South Main Street  
Salt Lake City, Utah 84144  
(801) 533-0066

June 13, 2002

Mr. Vernon A. Williams, Secretary  
Surface Transportation Board  
1925 K Street, N.W.  
Washington, DC 20423-0001

RECORDATION NO. **23996** FILED

JUN 14 '02 1:35 PM

Re: Union Pacific Railroad Company  
Leveraged Lease Financing  
UPRR 2002-A

SURFACE TRANSPORTATION BOARD

Dear Mr. Williams:

I am enclosing for recording pursuant to Section 11301 of Title 49 of the United States Code, two original copies of the Memorandum of Lease Agreement (UPRR 2002-A), dated as of June 17, 2002, between Wilmington Trust Company, as lessor (the "*Lessor*"), and Union Pacific Railroad Company, as lessee (the "*Lessee*"), a primary document as defined in the Surface Transportation Board's Rules for the Recordation of Documents.

The names and addresses of the parties to the enclosed document are as follows:

Lessee: Union Pacific Railroad Company  
1416 Dodge Street  
Omaha, Nebraska 68179

Lessor: Wilmington Trust Company  
Rodney Square North  
1100 North Market Street  
Wilmington, Delaware 19890-0001  
Attention: Corporate Trust Administration

The equipment covered as of the date hereof by the aforesaid Memorandum of Lease Agreement consists of 91 General Electric Company AC4400CW Diesel Electric Locomotives bearing the reporting marks Type A: UPRR 5792; UPRR 5810; UPRR 5812; UPRR 5817; UPRR 5819 through UPRR 5863, inclusive; Type B: UPRR 5772; UPRR 5774 through UPRR 5791, inclusive; UPRR 5793 through UPRR 5809, inclusive; UPRR 5811; UPRR 5813 through UPRR 5816, inclusive; UPRR 5818; all as specifically described in Exhibit A attached hereto.

1365924.01.04.B  
1554906

Law Offices of  
CHAPMAN AND CUTLER

A short summary of the document to appear in the index follows:

Memorandum of Lease Agreement (UPRR 2002-A) between Wilmington Trust Company, not in its individual capacity, but solely as Owner Trustee, as Lessor and Union Pacific Railroad Company, as Lessee.

A fee of twenty-eight dollars (\$28.00) is enclosed. Please time and date stamp the enclosed copy of the enclosed document along with the extra copy of this letter as proof of filing and recordation of the enclosed document and return the original and any extra copies of such document and this letter not needed by the Board for recordation to:

Robert Alvord  
Alvord and Alvord  
1050 Seventeenth Street  
Suite 301  
Washington, DC 20036

If you have any questions or need further information, please do not hesitate to contact the undersigned (312-845-3892).

Sincerely,

CHAPMAN AND CUTLER

By Karl T. Williams  
Karl T. Williams

KTW/db  
Enclosures

# **EXHIBIT A**

## **UNITS**

<b>EQUIPMENT</b>	<b>QUANTITY</b>	<b>ROAD NUMBERS</b>
Type A:		
General Electric Company AC4400CW Diesel Electric Locomotives	49	UPRR 5792; UPRR 5810; UPRR 5812; UPRR 5817; UPRR 5819 through UPRR 5863, inclusive
Type B:		
General Electric Company AC4400CW Diesel Electric Locomotives	42	UPRR 5772; UPRR 5774 through UPRR 5791, inclusive; UPRR 5793 through UPRR 5809, inclusive; UPRR 5811; UPRR 5813 through UPRR 5816, inclusive; UPRR 5818

RECORDATION NO. 23996 FILED

JUN 14 '02 1-35 PM

SURFACE TRANSPORTATION BOARD

MEMORANDUM OF LEASE AGREEMENT  
(UPRR 2002-A)

Memorandum of Lease Agreement, made and entered into as of June 17, 2002, by and between Wilmington Trust Company, as Owner Trustee, a Delaware banking corporation, not in its individual capacity, but solely as Owner Trustee, as Lessor ("*Lessor*"), and Union Pacific Railroad Company, a Delaware corporation, as Lessee ("*Lessee*").

WITNESSETH:

The undersigned have entered into that certain Lease Agreement (UPRR 2002-A), dated as of June 3, 2002 (the "*Lease Agreement*"), whereby Lessor has agreed to lease to Lessee and Lessee has agreed to lease from Lessor certain railroad equipment bearing reporting marks as listed on Exhibit A attached hereto, effective as of the date first set forth hereinabove and subject to the term defined in said Lease Agreement.

IN WITNESS WHEREOF, the parties hereto have each caused this memorandum to be duly executed by their respective officers duly authorized as of the date and year first above written.

WILMINGTON TRUST COMPANY, not in its  
individual capacity, but solely as Owner  
Trustee

By

Name:

Title:

W. Chris Sponenberg  
Vice President

Executed on this \_\_\_\_ day of June, 2002.

UNION PACIFIC RAILROAD COMPANY

By

Name:

Title:

Executed on this \_\_\_\_ day of June, 2002.

**MEMORANDUM OF LEASE AGREEMENT  
(UPRR 2002-A)**

Memorandum of Lease Agreement, made and entered into as of June 17, 2002, by and between Wilmington Trust Company, as Owner Trustee, a Delaware banking corporation, not in its individual capacity, but solely as Owner Trustee, as Lessor ("*Lessor*"), and Union Pacific Railroad Company, a Delaware corporation, as Lessee ("*Lessee*").

**WITNESSETH:**

The undersigned have entered into that certain Lease Agreement (UPRR 2002-A), dated as of June 3, 2002 (the "*Lease Agreement*"), whereby Lessor has agreed to lease to Lessee and Lessee has agreed to lease from Lessor certain railroad equipment bearing reporting marks as listed on Exhibit A attached hereto, effective as of the date first set forth hereinabove and subject to the term defined in said Lease Agreement.

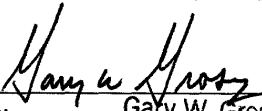
IN WITNESS WHEREOF, the parties hereto have each caused this memorandum to be duly executed by their respective officers duly authorized as of the date and year first above written.

WILMINGTON TRUST COMPANY, not in its  
individual capacity, but solely as Owner  
Trustee

By \_\_\_\_\_  
Name:  
Title:

Executed on this \_\_\_\_ day of June, 2002.

UNION PACIFIC RAILROAD COMPANY

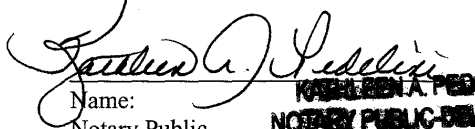
By   
Name: Gary W. Grosz  
Title: Assistant Treasurer

Executed on this \_\_\_\_ day of June, 2002.

STATE OF Delaware )  
 ) SS.:  
COUNTY OF New Castle )

On this, the 13<sup>th</sup> day of June, 2002, before me, a Notary Public in and for said County and State, personally appeared W. Chris Sponenberg who being by me duly sworn, says that (s)he is the Vice President of WILMINGTON TRUST COMPANY, that said instrument was signed on June \_\_, 2002 on behalf of said corporation by authority of its Board of Directors, and (s)he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal on the date above mentioned.

  
Name: KATHLEEN A. PEDELIN  
Notary Public NOTARY PUBLIC-DELAWARE  
My Commission Expires Oct. 31, 2006  
Residing in \_\_\_\_\_

(SEAL)

STATE OF NEBRASKA )  
 ) SS:  
COUNTY OF DOUGLAS )

On this, the \_\_\_\_ day of June, 2002, before me, a Notary Public in and for said County and State, personally appeared Gary W. Grosz, who being by me duly sworn, says that he is the Assistant Treasurer of UNION PACIFIC RAILROAD COMPANY, that said instrument was signed on June \_\_, 2002, on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal on the date above mentioned.

\_\_\_\_\_  
Name:  
Notary Public  
My Commission Expires:  
Residing in \_\_\_\_\_

(SEAL)

STATE OF \_\_\_\_\_ )  
 ) SS.:  
COUNTY OF \_\_\_\_\_ )

On this, the \_\_\_\_\_ day of June, 2002, before me, a Notary Public in and for said County and State, personally appeared \_\_\_\_\_, who being by me duly sworn, says that (s)he is the \_\_\_\_\_ of WILMINGTON TRUST COMPANY, that said instrument was signed on June \_\_, 2002 on behalf of said corporation by authority of its Board of Directors, and (s)he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal on the date above mentioned.

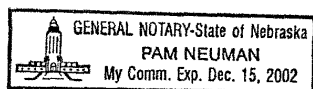
\_\_\_\_\_  
Name:  
Notary Public  
My Commission Expires:  
Residing in \_\_\_\_\_

(SEAL)

STATE OF NEBRASKA )  
 ) SS:  
COUNTY OF DOUGLAS )

On this, the 14 day of June, 2002, before me, a Notary Public in and for said County and State, personally appeared Gary W. Grosz, who being by me duly sworn, says that he is the Assistant Treasurer of UNION PACIFIC RAILROAD COMPANY, that said instrument was signed on June 14, 2002, on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal on the date above mentioned.



(SEAL)

Pam Neuman  
Name: Pam Neuman  
Notary Public  
My Commission Expires: 12-15-02  
Residing in Douglas County NE

# **EXHIBIT A**

## **UNITS**

<b>EQUIPMENT</b>	<b>QUANTITY</b>	<b>ROAD NUMBERS</b>
Type A:		
General Electric Company AC4400CW Diesel Electric Locomotives	49	UPRR 5792; UPRR 5810; UPRR 5812; UPRR 5817; UPRR 5819 through UPRR 5863, inclusive
Type B:		
General Electric Company AC4400CW Diesel Electric Locomotives	42	UPRR 5772; UPRR 5774 through UPRR 5791, inclusive; UPRR 5793 through UPRR 5809, inclusive; UPRR 5811; UPRR 5813 through UPRR 5816, inclusive; UPRR 5818